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Ping An Securities Group (Holdings) Limited

平安證券集團(控股)有限公司

(Carrying on business in Hong Kong as PAN Securities Group Limited)

(Incorporated in Bermuda with limited liability)

(Stock code: 00231)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



**平安證券
PINGAN SECURITIES**

Ping An Securities Limited

The Board is pleased to announce that the conditions precedent under the Placing Agreement have been fulfilled. The completion of the Placing took place on 12 July 2018. An aggregate of 1,768,400,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.08 per Placing Share.

Reference is made to the announcement of the Company dated 22 June 2018 (the “**Announcement**”) in relation to the Placing. Unless otherwise stated, terms used in this announcement shall have the same meanings as defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions precedent under the Placing Agreement have been fulfilled. The completion of the Placing took place on 12 July 2018. An aggregate of 1,768,400,000 Placing Shares have been successfully placed by the Placing Agent to not less than six Placees at the Placing Price of HK\$0.08 per Placing Share pursuant to the terms and conditions of the Placing Agreement. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees are Independent Third Parties. None of the Placees has become a substantial shareholder (within the meaning of the Listing Rules) of the Company immediately upon completion of the Placing.

The net proceeds from the Placing, after deduction of all relevant expenses (including but not limited to placing commission, legal expenses and disbursements), is approximately HK\$137,216,947. The Company intends to use the net proceeds raised from the Placing for general working capital and/or further investments for the securities brokerage, wealth management and blockchain-related businesses of the Group as and when the opportunities arise, but no specific investment targets have been identified yet as at the date of this announcement.

CHANGES IN SHAREHOLDING STRUCTURE

The 1,768,400,000 Placing Shares represent approximately (i) 9.36% of the total number of issued shares of the Company immediately before completion of the Placing; and (ii) 8.56% of the total number of issued shares of the Company as enlarged by the allotment and issue of the Placing Shares. Set out below is the shareholding structure of the Company immediately before and upon completion of the Placing.

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>No. of Shares</i>	<i>Approximate Percentage</i>	<i>No. of Shares</i>	<i>Approximate Percentage</i>
Well Up (Hong Kong) Limited	11,984,542,634	63.43%	11,984,542,634	58.00%
Other public Shareholders	6,910,509,378	36.57%	6,910,509,378	33.44%
The Placees	-	-	1,768,400,000	8.56%
Total	<u>18,895,052,012</u>	<u>100%</u>	<u>20,663,452,012</u>	<u>100%</u>

By order of the Board
Ping An Securities Group (Holdings) Limited
(Carrying on business in Hong Kong as PAN Securities Group Limited)
Teng Wei
Chairman & Executive Director

Hong Kong, 12 July 2018

As at the date of this announcement, the Board comprises Mr. Teng Wei (Chairman), Mr. Gong Qingli (CEO), Mr. Cheung Kam Fai and Mr. Lin Hongqiao as executive Directors; Ms. Tao Yanyan (Vice-chairman) and Mr. Wong Sai Hung as non-executive Directors; and Mr. Tsang Wah Kwong, Dr. Leung Wing Cheung, William and Dr. Yang Tao, as independent non-executive Directors.